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ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

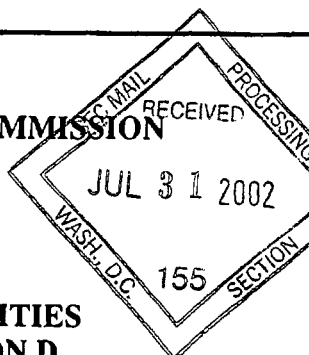
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**



02047393



OMB APPROVAL	
OMB Number: 3235-0076	
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AUG 01 2002

**THOMSON
FINANCIAL**

Series A Convertible Preferred Stock Sale
Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ Other

Type of Filing: ☐ New Filing ☒ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

KineMed, Inc. One Maritime Plaza, 4th Flr, San Francisco, CA 94111-3407
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number
(Including Area Code) 415 421 - 0222

KineMed, Inc., 5980 Horton Street, Ste 470, Emeryville, CA 94608-2012
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number
(Including Area Code) 510 655 - 6525
(if different from Executive Offices)

Development of proprietary biokinetic assay measurement technologies
Brief Description of Business

Type of Business Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Business or Residence Address (Number and Street, City, State, Zip Code)

40 Lincoln Avenue, Piedmont, CA 94611

Check Box(es) that ☐ Promoter ☒ Beneficial ☐ Executive ☐ Director ☐ General and/or
 Apply: Owner Officer Managing
 Hellerstein, M.D., Ph.D., Marc Partner

Full Name (Last name first, if individual)

4 Anson Way, Berkeley, CA 94720

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that ☐ Promoter ☐ Beneficial ☒ Executive ☒ Director ☐ General and/or
 Apply: Owner Officer Partner
 Burden, James E.

Full Name (Last name first, if individual)

One Maritime Plaza, 4th Flr, San Francisco, CA 94111

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that ☐ Promoter ☐ Beneficial ☐ Executive ☒ Director ☐ General and/or
 Apply: Owner Officer Partner
 Swendsen, J. Gregory

Full Name (Last name first, if individual)

703 Market Street, Ste 906, San Francisco, CA 94103

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that ☐ Promoter ☐ Beneficial ☐ Executive ☒ Director ☐ General and/or
 Apply: Owner Officer Partner
 Makowka, M.D., Leonard

Full Name (Last name first, if individual)

4401 Wilshire Blvd., Los Angeles, CA 90010

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that ☐ Promoter ☐ Beneficial ☒ Executive ☐ Director ☐ General and/or
 Apply: Owner Officer Partner
 Settle, Henry C., Jr.

Full Name (Last name first, if individual)

11967 Oakland Hills Drive, Las Vegas, NV 89141

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that ☐ Promoter ☐ Beneficial ☐ Executive ☒ Director ☐ General and/or
 Apply: Owner Officer Partner
 Manuso, James S. J., Ph.D.

Full Name (Last name first, if individual)

5130 Rte 212, Willow, NY 12495

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/> \$
Printing and Engraving Costs	<input type="checkbox"/> \$
Legal Fees	<input checked="" type="checkbox"/> \$ 15,642
Accounting Fees	<input checked="" type="checkbox"/> \$ 600
Engineering Fees	<input type="checkbox"/> \$
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/> \$ 207,600
Other Expenses (identify)	<input type="checkbox"/> \$
Total	<input checked="" type="checkbox"/> \$ 223,842

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 3,416,664

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input checked="" type="checkbox"/> \$ 689,000	<input checked="" type="checkbox"/> \$ 609,000
Purchase of real estate	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ 789,000
Construction or leasing of plant buildings and facilities	<input checked="" type="checkbox"/> \$ 8,500	<input checked="" type="checkbox"/> \$ 260,000
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ 1,061,164
Other (specify):	<input type="checkbox"/> \$	<input type="checkbox"/> \$
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Totals	<input checked="" type="checkbox"/> \$ 697,500	<input checked="" type="checkbox"/> \$ 2,719,164
Total Payments Listed (column totals added) 5		<input checked="" type="checkbox"/> \$ 3,416,664

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S.

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero."
If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$	\$
[] Common [] Preferred		
Convertible Securities (including warrants) Series A.....	* \$4,500,000	\$3,640,506
Partnership Interests Preferred (Conv. to Common)	\$	\$
Other (Specify	\$	\$
Total	* \$4,500,000	\$3,640,506

Answer also in Appendix, Column 3, if filing under ULOE.

*Offering ended March 31, 2002 after raising \$3,640,506

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	105	\$3,640,506
Non-accredited Investors	0	\$ none
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$